

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN THREE 1,280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDER IN CAUSE NO. 139-113 IN SECTIONS 2 AND 11, 14 AND 23, AND 16 AND 21, TOWNSHIP 3 SOUTH, RANGE 2 WEST, U.S.M., DUCHESNE COUNTY, UTAH.

NOTICE OF HEARING

Docket No. 2015-002
Cause No. 139-127

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, pursuant to Utah Administrative Code R641-113-100, has designated a hearing examiner to conduct a hearing on WEDNESDAY, JANUARY 21, 2015, at 10:00 AM, or as soon thereafter as possible, in Room 112, Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq. and as provided for in Utah Code Ann. § 40-6-1 et seq. and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the hearing examiner to receive testimony and evidence regarding a Request for Agency Action to:

1. Pool all of the interests within three special 1,280-acre (or substantial equivalent) drilling units established by the Board's Order entered in Cause No. 139-113, such drilling units comprising all of Sections 2 and 11, Sections 14 and 23, and Sections 16 and 21, Township 3 South, Range 2 West, U.S.M., respectively, all in Duchesne County, Utah (collectively, the "Subject Lands," separately, each a "Drilling Unit"), for the production of oil, gas, and associated hydrocarbons from the Uteland Butte Member of the Lower Green River formation (the "Uteland Butte Spaced Interval") defined as:

[T]he stratigraphic equivalent of the interval from 9,140 feet to 9,292 feet MD as identified in the Dual Laterolog run on February 22, 2012 for the Gilbert 9-9-3-

3W Well, located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 9, Township 3 South, Range 3 West, U.S.M.,

(the "Subject Formation"), from the following wells ("Subject Wells"):

- a. Dart #13-11-2-3-2WH Well (the "Dart Well") whose surface location is located directly south of subject Section 11, in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of adjacent Section 14 (T3S-R2W). The Dart Well encountered the Uteland Butte Spaced Interval in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 11 and its bottomhole location in the Uteland Butte Spaced Interval will be in Lot 4 (NW $\frac{1}{4}$ NW $\frac{1}{4}$) of subject Section 2.
 - b. Nelson #3-14-23-3-2WH Well (the "Nelson Well") whose surface location is located in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of subject Section 14 (T3S-R2W). The Nelson Well will encounter the Uteland Butte Spaced Interval in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 14 and its bottomhole location in the Uteland Butte Spaced Interval will be in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 23 (T3S-R2W).
 - c. Parkinson #1-16-21-3-2WH Well (the "Parkinson Well") whose surface location is located directly north of subject Section 16 in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of adjacent Section 9 (T3S-R2W). The Parkinson Well will encounter the Uteland Butte Spaced Interval in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of subject Section 16 and its bottomhole location in the Uteland Butte Spaced Interval will be in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 21;
2. Pool all of the interests within each established Drilling Unit for the development and operation of the Drilling Unit and the respective designated Drilling Unit well, and further providing in accordance with Utah Code Ann. § 40-6-6.5 including:
- a. That operations incident to the drilling of a designated Drilling Unit well upon any part of a Drilling Unit covered by such order shall be deemed for all purposes to be operations upon each separately owned tract in the Drilling Unit.
 - b. That the portion of production allocated or applicable to a separately owned tract within any Drilling Unit covered by such order shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.
 - c. That such order provide for the payment of just and reasonable costs incurred in the drilling and operation of the designated Drilling Unit well, including, but not limited to:
 - (i) the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, and storage facilities;
 - (ii) reasonable charges for the administration and supervision of operations; and
 - (iii) other costs customarily incurred in the industry.
 - d. That an owner is not liable under such an order for costs or losses resulting from the gross negligence or willful misconduct of the operator.
 - e. That if an owner does not elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well within a reasonable time following written notice of the opportunity to participate (a "Non-

Consenting Owner”), then such party shall be entitled to receive, subject to royalty or similar obligations, the share of production of the well applicable to his or her interest in the Drilling Unit after the owners who elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well (the “Consenting Owners”) have recovered from the Non-Consenting Owner’s share of production the following amounts less any cash contributions made by the Non-Consenting Owner:

- (i) 100% of the Non-Consenting Owner’s share of the cost of surface equipment beyond the wellhead connections;
 - (ii) 100% of the Non-Consenting Owner’s share of the estimated cost to plug and abandon the well as determined by the Board;
 - (iii) 100% of the Non-Consenting Owner’s share of the cost of operation of the well commencing with first production and continuing until the Consenting Owners have recovered all costs;
 - (iv) 300% (or an amount to be determined by the Board not less than 150% nor greater than 300%) of the Non-Consenting Owner’s share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing, and the cost of equipment in the well to and including the wellhead connections.
- f. That a Non-Consenting Owner’s share of the costs specified above is that interest which would have been chargeable to the Non-Consenting Owner had it initially agreed to pay its share of the costs of the well from the commencement of the operations for the well.
 - g. That if there is any dispute about costs, the Board shall determine the appropriate costs.
 - h. That such order shall provide for reimbursement to the Consenting Owners for any Non-Consenting Owner’s share of the costs out of production from the Drilling Unit attributable to his or her tract and that the Consenting Owners shall own and be entitled to receive, subject to royalty or similar obligations, the share of production attributable to their working interests in the Drilling Unit; and unless he or she has agreed otherwise, his or her proportionate part of the Non-Consenting Owner’s share of the production until costs are recovered as provided herein.
 - i. That if a Non-Consenting Owner’s tract is subject to a lease or other contract for oil and gas development, such order shall provide that the Consenting Owners shall pay any royalty interest or other interest in the tract not subject to the deduction of the costs of production from the production attributable to that tract.
 - j. That if a Non-Consenting Owner’s tract is not subject to a lease or other contract for oil and gas development, then such party shall receive as royalty the acreage-weighted landowner’s royalty attributable to each tract within such Drilling Unit, said royalty to be paid from production attributable to each such tract until the Consenting Owners have recovered the costs as provided herein. Once the Consenting Owners have recovered such costs, the royalty shall be merged back into the Non-Consenting Owner’s working interest and shall be terminated.
 - k. That the operator of the Drilling Unit well shall furnish any Non-Consenting Owner with monthly statements specifying costs incurred, the quantity of oil and gas produced, and

the amount of oil and gas proceeds realized from the sale of the production during the preceding month.

- l. That when the Consenting Owners have recovered from a Non-Consenting Owner's relinquished interest all of the amounts specified herein, the relinquished interest shall automatically revert to the Non-Consenting Owner. The Non-Consenting Owner shall from that time own the same interest in the designated Drilling Unit well and the production from it, and be liable for the further costs of the operation, as if he or she had participated in the initial drilling and operation. Such costs shall be payable out of production.
- m. That in any circumstance where a Non-Consenting Owner has relinquished his or her share of production or at any time fails to take his or her share of production in-kind when he or she is entitled to do so, the Non-Consenting Owner shall be entitled to an accounting of the oil and gas proceeds applicable to his or her relinquished share of production, and payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of costs.
- n. That a reasonable interest charge of the Prime Rate plus 2% (percent) (with "Prime Rate" defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo Bank ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah) be imposed on the outstanding costs and expenses.
- o. That plugging and abandonment costs based on evidence provided by Newfield at the hearing in this Cause be determined.
- p. That all other issues between any Non-Consenting Owners and the Consenting Owners not otherwise expressly addressed in the Board's order be governed by the provisions of the current form of joint operating agreement that governs operations by the Consenting Owners on the Subject Lands or other nearby producing lands; and

3. Provide for such other and further relief as may be just and equitable under the circumstances.

The examiner's proposed findings of fact and conclusions of law will be filed with the Board of Oil, Gas, and Mining and presented at the next regularly scheduled Board hearing which has been set for WEDNESDAY, JANUARY 28, 2015, at 9:00 AM, or as soon thereafter as possible, in the auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than January 12, 2015. A party must file a timely written objection or other response in order to participate as a party at the Board hearing. Failure to participate can result in a default judgment.

Natural persons may appear and represent themselves before the hearing examiner. All other representation by parties before the hearing examiner will be by attorneys licensed to

practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned, and inspected online at the Utah Board of Oil, Gas and Mining's website at <http://ogm.utah.gov/amr/boardtemp/redesign/books.html>.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 23rd day of December, 2014.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING
Ruland J. Gill, Jr., Chairman



/s/ Julie Ann Carter
Board Secretary
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CERTIFICATE OF PUBLISHED NOTICE

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2015-002, Cause No. 139-127 to be PUBLISHED in the following newspapers on the following days:

December 28, 2015:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

December 30, 2015:

Uintah Basin Standard, a newspaper of general circulation in Duchesne and Uintah Counties.

December 30, 2015:

Vernal Express, a newspaper of general circulation in Daggett and Uintah Counties.



CERTIFICATE OF MAILING

I hereby certify that on this 2nd day of January, 2015, I caused a true and correct copy of the foregoing **NOTICE OF HEARING** to be served via E-mail or U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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Alayne Watson Capshaw TTEE
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c/o David Wayne Close
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Farmington, Utah 84025-3524

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Trust
Marsha R Stranger Trustee
130 Arden Dr.
Idaho Falls, ID 83404

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Saundra L Rasmussen TTEE
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Bountiful, Utah 84010

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Bruce Dart and Chona P Dart TTEES
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Holladay, Utah 84117-1139

Gunner Minerals LLC
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Holladay, Utah 84117-0397

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Salt Lake City, Utah 84117

Anderson Resources CO LLC
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Holladay, Utah 84117-0397

Ida Lee Anderson Rev TR DTD 12/31/92
G W and Ida Lee Anderson CO TTEES
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Address Unknown

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Jerry R Springer Trustee
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Laurel S Cottam
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TTEES
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J Deon Springer
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Santaquin, UT 84655

John Jay Springer
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Ralph and Susan Sprouse Dart TTEES
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Springer Family Trust UTD 5/6/03
David Lowell Springer or his Succs TTEE
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4/16/12
Marian Smith or her SUCCS TTEE
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Brent Springer and Siuman Springer HW
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Division of Forestry, Fire and State
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Mark Butterfield
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DTD 10/05/1992
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Janalyn Hilton
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RR 2 Box 2181
Roosevelt, UT 84066-9212

Glenna Jean Brotherson Trust
Phillip Blaine Brotherson and
Glenna Jean Brotherson TTEES
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Chris Lloyd
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Debbie Mitchell
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Penny Lyn Samuels JT
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c/o Julie Ann Paull
1431 Three Fountains Drive
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Heirs of James Dalglish
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Heir of James Leonard Richie
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Jennifer Welch aka Jennifer Richie
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Heirs of Phyllis Stanger
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Land Department
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State of Utah
c/o School and Institutional Trust Lands
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Vivian Marie Jones and Marla Jackson
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A handwritten signature in blue ink, reading "Julie Ann Carter", is written over a horizontal line.